

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Brookemont Capital Inc. (the “**Company**”)
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

August 9, 2013 and August 14, 2013

Item 3 News Release

The August 9, 2013 news release was disseminated through Stockwatch and Market News and the August 14, 2013 news release was disseminated through Executive Business Services Inc. on the North American circuit with at least 400,000 recipients with portals such as: Bloomberg, Globe Investor, Yahoo, and Market Wire.

Item 4 Summary of Material Change

On August 9, 2013, the Company announced that it was proposing a non-brokered private placement for proceeds of up to \$500,000. On August 14, 2013, the Company announced that it had engaged Mr. Nick Fuller to provide Investor Relations services.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news releases.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Conrad Clemiss, President
Tel: 6048999150

Item 9 Date of Report

August 15, 2013

BROOKEMONT CAPITAL INC.
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

August 9, 2013

Trading Symbol:

BKT - TSX Venture Exchange
BKTPF – USA
BRO--Germany

Brookemont Proposes Private Placement

Brookemont Capital Inc. (BKT-TSX.V) (BKTPF-USA) ("BKT" or the "Company") wishes to announce that it is proposing a non-brokered private placement for proceeds of up to \$500,000. The placement will consist of one common share at a price of \$0.05 and one transferable share purchase warrant exercisable at a price of \$0.05 for a period of 5 years from closing (the "Offering"), subject to approval of the TSX Venture Exchange (the "TSXV"). A finder's fee may be paid in accordance with TSXV policy.

BKT recently acquired a 100% interest in the "Albany East" Prospect. This land is prospective for hydrothermal (vein) graphite. This prospect directly borders Zenyatta Ventures Ltd. (ZEN-TSX Venture) property that hosts its hydrothermal graphite deposit. BKT's management anticipates mobilizing crews shortly on this prospect.

The Company wishes to announce it is canceling the private placement announced July 11, 2013.

If you have any question regarding this placement please contact the Company directly via email or phone.

If you would like to be added to Brookemont's news distribution list, please send your email address to info@brookemontcapital.com

Contact Information
Tel: 1604899-9150
www.brookemontcapital.com

"Conrad Clemiss"
President, Director
Brookemont Capital Inc.

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BROOKEMONT CAPITAL INC.
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

August 14, 2013

Trading Symbol:

BKT - TSX Venture Exchange
BKTPF – USA
BRO--Germany

Brookemont Engages Nick Fuller for Investor Relations

Brookemont Capital Inc. (“BKT”, "Brookemont" or the “Company”) (BKT-TSX.V) (BKTPF-USA) is very pleased to announce that it has engaged Mr. Nick Fuller to assist with Investor Relations activities. Mr. Fuller is based in London, England and has been immersed in the Canadian junior markets for over 20 years.

Mr. Conrad Clemiss, President of Brookemont states, “We are very pleased to have Mr. Fuller join the Brookemont team. Mr. Fuller has a vast base of contacts focused in Europe, Asia and North America and adds tremendous value to Brookemont. We look forward to being able to utilize Mr. Fuller’s knowledge and contacts with institutional and individual investors. Since Brookemont is about to commence exploration operations on the "Albany East" Hydrothermal Graphite Prospect bordering Zenyatta Ventures Ltd. (ZEN-TSX Venture), we feel that time was of the essence to engage someone of Mr. Fuller's status.”

Brookemont has contracted APEX Geoscience Ltd. ("Apex") to assist in the exploration and development of the "Albany East" Hydrothermal Graphite Prospect. Based on the limited historic data available for review, BKT’s management feels that there is the potential for the discovery of additional magmatic hydrothermal graphite vein-breccia style mineralization similar to the Albany Graphite Deposit within this district. APEX has initiated compilation of regional airborne geophysical and historic assessment data covering the Albany East Prospect and is working with the Company to finalize its summer 2013 exploration plans.

Recently, (July 12, 2013) BKT announced that based on Geological Survey of Canada and Ontario Department of Mines aeromagnetic airborne data, a significant geophysical magnetic low anomaly is evident on the recently acquired “Albany East” Hydrothermal Graphite Prospect in Ontario. The magnetic depression on the BKT claims is a possible indicator of graphite mineralization, measuring over 1.5 miles (2.6km) by 1 mile (1.6km), using the scale on the aeromagnetics map. Please refer to the aeromagnetic map on the Company’s website.

Mr. Gregory Thomson, P.Geo., is the qualified person for the project as defined by National Instrument 43-101 and he has reviewed the technical data in this news release.

Mr. Fuller will be engaged initially for one year at a rate of \$1,500 per month plus applicable expenses. Mr. Fuller will be granted 500,000 stock options at an exercise price of \$0.10, in accordance with TSX Venture guidelines and upon approval from the Exchange.

Contact Information

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